



Joint Council Meeting with the
City of Cambridge and
Township of North Dumfries
No. 28-20

Wednesday, October 7, 2020
Virtual Meeting
6:00 p.m.
AGENDA



The TOWNSHIP of
NORTH DUMFRIES

Due to COVID-19 and recommendations by Waterloo Region Public Health to exercise social distancing, Cambridge City Hall is currently closed to the public.

Members of the public are invited to submit written comments or requests to delegate via telephone related to items on the agenda to clerks@cambridge.ca no later than 12:00 p.m. on the day of the meeting. All written delegation submissions will be provided to the Mayor and Council prior to the meeting, and will form part of the public record.

Meeting Called to Order

Disclosure of Pecuniary Interest

Consideration of Reports

1. Terms of Reference – Shareholders Strategic Advisory Committee (SSAC) PP. 3-16

Recommendation

THAT the Councils (the “Councils”) of the City of Cambridge and the Township of North Dumfries (the “Shareholders”) receive Report 20-159(OCM) Terms of Reference – Shareholders Strategic Advisory Committee (SSAC);

AND THAT the Councils approved the Terms of Reference – Shareholders Strategic Advisory Committee be approved;

And that Councillors Derrick Ostner and Margaret McCreery from the Township of North Dumfries and Councillors _____, _____, and _____ from the City of Cambridge be appointed to the Shareholders Strategic Advisory Committee.

Introduction and Consideration of By-laws

3192-20 Being a by-law to appoint members to the Shareholders Strategic Advisory Committee for The Township of North Dumfries.

20-094 Being a by-law to appoint members to the Shareholders Strategic Advisory Committee for the Corporation of the City of Cambridge.

Confirmatory By-law

20-095 Being a by-law of the City of Cambridge and the Township of North Dumfries to confirm the proceedings of the Councils of the City of Cambridge and the Township of North Dumfries at its joint meeting held electronically on the 7th day of October, 2020.

PASSED AND ENACTED this 7th day of October, 2020.

Close of Meeting

To: COUNCIL

Meeting Date: 10/07/2020

Subject: Terms of Reference – Shareholders Strategic Advisory Committee (SSAC)

Submitted By: David Calder, City Manager, City of Cambridge and Andrew McNeely, CAO, Township of North Dumfries

Prepared By: David Calder, City Manager and Andrew McNeely, CAO

Report No.: 20-240(OCM)

File No.: C1101 -Joint Council Meeting – Cambridge City Council and the Township of North Dumfries Council

Recommendation(s)

THAT the Councils (the “Councils”) of the City of Cambridge and the Township of North Dumfries (the “Shareholders”) receive Report 20-159(OCM) Terms of Reference – Shareholders Strategic Advisory Committee (SSAC);

AND THAT the Councils approved the Terms of Reference – Shareholders Strategic Advisory Committee be approved;

And that Councillors _____ and _____ from the Township of North Dumfries and Councillors _____, _____, and _____ from the City of Cambridge be appointed to the Shareholders Strategic Advisory Committee.

Executive Summary

Purpose

- To approve the Terms of Reference to establish the Shareholders Strategic Advisory Committee for the purposes of making recommendations to the Councils regarding the possible merger of Energy Plus and BEC and their respective subsidiary local electricity distribution corporations Energy+ Inc. and Brantford Power Inc.

Key Findings

The SSAC as established by the Councils will represent their interests as shareholders of Energy Plus, aiding the Councils in achieving or otherwise dealing with the key milestones and discharging their wider obligation to provide responsible and accountable governance with respect to matters within their respective jurisdictions, taking into account their communities' goals and long-term considerations, including sustainable growth, economic development, and financial and strategic planning.

It is anticipated that the frequency of SSAC meetings would be every two weeks as document review and recommendations to Council need to take place in a timely fashion as part of any merger process. As a result, SSAC members need to be comfortable in committing the required time for the work of the SSAC.

Financial Implications

Financial implications will be determined as part of due diligence and negotiation of definitive legal agreements such as the Merger Participation Agreement, the Amalgamation Agreement and the Unanimous Shareholders' Agreement. A Memorandum of Understanding (MOU) would include that all shareholder costs would be funded through the merger process by Energy Plus.

Background

Legal counsel with the assistance of the CAO for the Township of North Dumfries and the City Manager for the City of Cambridge have drafted Terms of Reference for a Shareholders Strategic Advisory Committee (SSAC). The Committee is comprised of members of the Council of the Township of North Dumfries and members of the Council of the City of Cambridge. Included as support, along with legal counsel and any required retained expertise, the CAO of the Township of North Dumfries and the Township Treasurer/Director of Corporate Services along with the City Manager of the City of Cambridge and the City Treasurer/Chief Financial Officer would attend meetings of SSAC as resource assistance.

The SSAC will be an advisory body to the Councils of the Township of North Dumfries and the City of Cambridge. The Councils, as shareholders, will provide any recommendations, decisions or direction to the Board of Directors of Energy Plus. All recommendations, decisions or direction from the Board of Directors of Energy Plus would flow through the Councils of the Township of North Dumfries and the City of Cambridge.

As per the proposed Terms of Reference, the composition of the SSAC is recommended to be comprised of three members from the Council of the City of Cambridge and two members from the Council of the Township of North Dumfries in recognition of the councils being joint but not equal shareholders of Energy Plus.

Analysis

PROSPERITY: To support and encourage the growth of a highly competitive local economy where there is opportunity for everyone to contribute and succeed.

Goal #2 - Governance and Leadership

Objective 2.5 Focus on the responsible management of financial resources, ensuring transparency and accountability.

Comments

N/A

Existing Policy/By-Law

There is no existing Policy or By-law.

Financial Impact

Financial implications will be determined as part of due diligence and negotiation of definitive legal agreements such as the Merger Participation Agreement, the Amalgamation Agreement and the Unanimous Shareholders' Agreement. The first order of business for the SSAC and Council will be the approval of a Memorandum of Understanding that would include that all shareholder costs would be funded through the merger process by Energy Plus Inc.

Public Input

No public input has been provided. There will be opportunity for public input at a later stage of the process.

Internal/External Consultation

The City Manager, City of Cambridge and Chief Administrative Officer, Township of North Dumfries has sought legal assistance from the law firm of Aird and Berlis who have assisted in drafting the Terms of Reference for a SSAC.

Conclusion

Staff seeks Councils direction in order to advance the Shareholders interests as they pertain to the possible merger of Energy Plus with Brantford Energy Corporation (BEC) to form a new Local Distribution Company.

The following action is required from the Councils:

- The adoption of the Terms of Reference – Shareholders Strategic Advisory Committee by the Council of the Township of North Dumfries and the Council of the City of Cambridge.
- Appointments from the respective shareholder’s Council be made to the SSAC in accordance with the Terms of Reference.

A meeting of the SSAC will follow shortly after the adoption of the Terms of Reference and the council appointments. One of the first orders of business of the SSAC will be to review a Memorandum of Understanding (MOU) to set out, on a non-legally binding basis the principles, objectives, processes and documentation that is required for a possible merger. The SSAC will make a recommendation regarding the MOU to the Councils.

Signature

Division Approval

Name:

Title:

Departmental Approval

Name:

Title:

City Manager Approval



Name: David Calder

Title: City Manager-City of Cambridge

CAO Approval



Name: Andrew McNeely

Title: CAO, Township of North Dumfries

Attachments

- Appendix “A” – Draft Terms of Reference – Shareholders Strategic Advisory Committee (SSAC)

Appendix “A”

The Corporation of the City of Cambridge
The Corporation of the Township of North Dumfries
SHAREHOLDERS’ STRATEGIC ADVISORY COMMITTEE (“SSAC”)

Terms of Reference

1. Authority for Establishment of SSAC

By-Law 18-15, as amended, of the Corporation of the City of Cambridge (“Cambridge”), being a by-law to govern the proceedings of Cambridge City Council and its Committees (the “Cambridge Procedural By-Law”), provides, *inter alia*:

- (i) for Council rules applicable to, and the role of, Committees (as defined therein);
- (ii) that Cambridge City Council shall determine the membership, mandates and reporting practices of Committees; and
- (iii) that the role of Committees shall generally be to make recommendations to Council on matters which are in their jurisdiction, guide and request staff, through the Chief Administrative Officer, to provide reports on the direction and nature of policy developments, fact findings, analysis and generation of possible alternatives required, and receive public delegations and establish mechanisms to receive further public input on vital public policy matters.

By-Law 3130-20, as amended, of The Corporation of the Township of North Dumfries, being a by-law to govern the proceedings of Council/Committee meetings (the “North Dumfries Procedural By-Law” and, together with the Cambridge Procedural By-Law, the “Procedural By-Laws”), provides, *inter alia*:

- (i) Council of the Township may establish Task Forces (as defined therein); and
- (ii) The Task Forces shall provide recommendations to the appropriate Standing Committees of Council on the development of policies and programs in accordance with their approved mandate.

2. Project Summary

(a) Corporate Structures and Businesses

Cambridge and North Dumfries (together, the “Municipalities”), collectively, own all of the shares in Cambridge and North Dumfries Energy Plus Inc. (“Energy Plus”). Energy Plus, in turn, owns all of the shares in Energy+ Inc. Energy + Inc. is a licensed electricity distributor that delivers electricity to 67,000 customers, primarily within the boundaries of the Municipalities and Brant County. Energy Plus also owns all of the shares in Cambridge and North Dumfries Energy Solutions Inc., which carries on the business of unregulated energy and related services, directly and through a minority stake in Grand River Energy Solution Corp. (shares of which are also owned by Kitchener Power Corp., and Waterloo North Hydro Holding Corporation).

The City of Brantford owns all of the shares in Brantford Energy Corporation (“BEC”). BEC, in turn, owns all of the shares in Brantford Power Inc., a licensed electricity distributor that delivers electricity to customers within the boundaries of Brantford. BEC also owns all of the shares of Brantford Hydro Inc., which carries on a fibre optics telecommunications network and home comfort lines of business.

(b) Potential Merger of Hydro Companies

The Boards of Directors (the “Boards”) of Energy Plus and BEC are considering a merger (the “Transaction”) of Energy Plus and BEC (the amalgamated holding corporation being “Holdco MergeCo”) and their respective subsidiary local electricity distribution corporations (“LDCs”), Energy+ Inc. and Brantford Power Inc. (the amalgamated LDC being “LDC MergeCo”, and LDC MergeCo together with Holdco MergeCo being the “MergeCos”).

The Boards’ consideration of the Transaction is proceeding in light of the direction of past and present Provincial Governments to encourage the consolidation of electricity distribution companies in Ontario with the objectives of increased industry efficiencies, reductions of costs, and securing competitive distribution rates for customers now and into the future.

(c) Establishment of Utility Steering Committee by Boards

The Boards have established a Steering Committee (“Utility Steering Committee”) for the purposes of considering the Transaction. Representatives of the City of Brantford are also members of the Utility Steering Committee.

The Municipalities of Cambridge and North Dumfries have refrained from appointing any members to the Utility Steering Committee, in light of the potential for conflicts and recognition of the different roles and duties of councillors and directors. In this regard, the mayors of the Municipalities have been appointed by the Energy Plus Board to the Utility Steering Committee in their roles as Board members (not by, or as representatives of, the Municipalities).

(d) Direction and Approval by Cambridge and North Dumfries Councils

The Utility Steering Committee was established to review and assess a business case for the merger. However, ultimate responsibility, authority and accountability for the decisions to proceed or not to proceed with the Transaction, the decision-making process, the commercial terms of such Transaction, and the content and legal and financial implications of contractual and other documentation rests with the Municipalities as shareholders of Energy Plus, as represented by their respective municipal councils. Such authority and responsibility is recognized and provided for in the shareholder’s agreement entered into by the Municipalities and to which Energy Plus (including its board of directors) is subject.

It is expected that the Utility Steering Committee will facilitate discussions with BEC and Brantford for the purpose of informing the consideration by the Boards of the commercial terms of the Transaction. It is further expected that, from time to time as appropriate, the Board of Energy Plus shall provide to or receive from the Municipalities draft documentation, information and recommendations as to procedural and substantive matters in relation to the Transaction, including a timetable, a business case, indicative commercial terms, due diligence and definitive legal agreements, as further set out in these Terms of Reference and those applicable to the Board of Energy Plus and the Utility Steering Committee.

(e) Key Milestones

Key Transaction milestones, in respect of which the Municipalities, as represented by their Councils, will be consulted, provide direction or grant or withhold approval, as appropriate, include (without limitation):

- (i) the business case;
- (ii) Terms of Reference of the Boards and the Utility Steering Committee;
- (iii) a Memorandum of Understanding;
- (iv) legal and financial due diligence report;
- (v) formulation of a public consultation process and communications plan and presentation of the results thereof;
- (vi) term sheets for a merger agreement and shareholders agreement;
- (vii) execution of a merger agreement;
- (viii) submissions of applications for regulatory approvals;
- (ix) merger of Energy Plus and BEC; and
- (x) execution of a shareholders' agreement.

3. SSAC Mandate

The SSAC is established by the Municipalities to represent their interests as shareholders of Energy Plus, aiding the Municipalities in achieving or otherwise dealing with the key milestones set out above, and discharging their wider obligation to provide responsible and accountable government with respect to matters within their respective jurisdictions, taking into account their communities' goals and long-term considerations, including sustainable growth, economic development, and financial and strategic planning.

It is recognized that the directors of Energy Plus have a fiduciary duty to, and represent the interests of, the corporation, not either or both of the Municipalities.

In light of the above, the SSAC will operate independently from the Utility Steering Committee and the Boards.

The SSAC shall, on behalf of the Municipalities, conduct discussions and negotiations, evaluate proposals and recommendations from, and provide comments to Brantford and the Board of Energy Plus.

SSAC communications to and from the Utility Steering Committee shall take place through the Board of Energy Plus.

The SSAC does not have the power, authority or capacity to execute documents on behalf of or otherwise enter into arrangements binding on the Municipalities.

The SSAC will also take certain actions and make recommendations to the Councils regarding the Transaction, all as further described below.

4. SSAC Tasks

The SSAC shall carry out the following tasks:

- (a) receive information from and provide direction to the Boards relating to the Transaction;
- (b) regularly consult with, receive advice from, make recommendations to, and implement directions of the Councils of the Municipalities;
- (c) provide instructions to the Municipalities' legal counsel and their financial advisors to facilitate the Project and prepare, receive, review, consider and comment on, as appropriate, all relevant documentation, including a memorandum of understanding, terms of reference for various committees and boards, term sheets, valuation, fairness opinion, merger participation agreement, shareholders agreement, shareholder approvals, resolutions and bylaws;
- (d) prepare an initial draft of, negotiate and finalize a memorandum of understanding with respect to the Transaction and prepare a report and recommendation with respect thereto to the Councils;
- (e) approve and supervise a public consultation process and communications plan to be developed and implemented by Energy Plus in coordination with Brantford and BEC;
- (f) supervise legal and financial due diligence relating to BEC being carried out by its legal and financial advisors;
- (g) review and assess the valuations of Energy Plus and BEC provided by the Boards and the fairness opinion prepared by the financial advisor to Energy Plus and BEC;
- (h) review, comment on, negotiate and finalize, including reviewing the recommendations of the Board of Energy Plus, with respect to a merger participation agreement;
- (i) prepare an initial draft of and negotiate and finalize with Brantford (with input from the Boards) a form of shareholders agreement (to be scheduled to the merger participation agreement);
- (j) prepare and issue a report and recommendations to the Councils with respect to the Transaction, including, as appropriate, the business case, the valuations, the due diligence process, the merger participation agreement (which will include the final form of shareholders agreement as a schedule), the results of the public consultation processes, the valuation and other relevant matters;

- (k) identify and select candidates to act as nominees of the Municipalities to the boards of directors of the MergeCos and make recommendation regarding same to the Municipal Councils; and
- (l) periodically review these Terms of Reference and recommend revisions to the Councils as appropriate.

5. SSAC Composition

The SSAC shall be composed of the following members (each, a “Member”), provided that at no time shall the SSAC constitute a quorum of either of the Councils, and Members shall take all appropriate steps to ensure that no meeting of the SSAC constitutes any such quorum:

Appointed by Cambridge:

<*>

<*>

<*>

David Calder, CAO (non-voting)

<*>, Treasurer (non-voting)

Appointed by North Dumfries:

<*>

<*>

Andrew McNeely, CAO (non-voting)

Shelley Stedall, Treasurer/Director of Corporate Services (non-voting)

The term of the SSAC and each Member shall continue until completion of the Transaction.

A Member may resign at any time by providing notice in writing to the chair (the “Chair”) of the SSAC. Such resignation shall take effect when notice is received by the Chair. A Member may be removed at any time with or without cause by their appointing Municipality. Upon the resignation or removal of any Member, or his otherwise ceasing to be a Member, he shall execute and deliver such documents (including a confidentiality agreement) as the SSAC shall reasonably require and shall thereupon be discharged as a Member. Upon the incapacity or death of any Member, he shall cease to be a Member and such Member’s appointing Municipality shall appoint a replacement Member.

6. Selection and Duties of Chair

The Chair shall be selected from among the Members at the first meeting of the SSAC. If there is no consensus on a Chair, selection will be carried out by way of nomination and vote of the Members present.

The duties of the Chair are as follows:

- (a) provide notice of meetings of the SSAC to its Members;
- (b) officiate and conduct meetings of the SSAC and facilitate discussion among the Members on issues falling within the SSAC's mandate; and
- (c) provide leadership, and ensure that Members are aware of their obligations and that the SSAC complies with its responsibilities.

The Chair is permitted to provide comments during discussion, make motions and vote on all matters. In the case of a tie vote, the Chair shall have a casting vote.

If the Chair is not present within the first ten minutes of an SSAC meeting or is absent through illness or otherwise, the SSAC shall select by majority vote another Member as Acting Chair. Where the vote is tied with respect to election of an Acting Chair, one Member that has been appointed by Cambridge shall have a casting vote.

The Chair may determine the rules and procedures applicable to the SSAC and not otherwise set out in these Terms of Reference.

7. Responsibilities of Members

The responsibilities of Members are as follows:

- (a) understand their role, the SSAC's mandate and meeting procedures;
- (b) participate as an active Member, ask questions, and seek clarification through the Chair;
- (c) review all information received by the SSAC relating to the Transaction; and
- (d) provide comments and direction to the Municipalities' legal and financial advisors with respect to the items falling within the SSAC's mandate and relating to the Transaction generally.

In fulfilling these responsibilities, the Members shall:

- (a) employ a collaborative process that utilizes the knowledge and expertise of all Members; and
- (b) develop and maintain a climate of mutual trust, courtesy and respect.

8. Confidentiality

Each Member shall preserve confidentiality with respect to the Transaction details, documents and the SSAC's deliberations regarding same.

9. Conduct of Meetings

Meetings of the SSAC may be held from time to time at the call of the Chair. Notice of meetings shall be provided not less than 72 hours before the meeting, but may be waived by the Chair or any Member in writing either before or after such meeting.

A quorum for all meetings of the SSAC shall be three (3) voting Members, provided that at least one Member appointed by each Municipality is present.

Questions arising at any meeting of the SSAC shall be decided by majority vote of the Members present. However, the Member shall make reasonable efforts to reach decisions on the basis of consensus.

Members may participate in a meeting of the SSAC by means of conference call, video conference or other communications equipment. A Member so participating shall be considered for the purposes hereof to be present in person at the meeting.

10. Public and Closed Meetings

It is recognized that the Municipal Act, 2001 generally requires that the all meetings of the SSAC be open to the public.

It is also recognized that the Municipal Act, 2001 provides certain exception to such public meeting requirements, including:

- (a) the security of the property of the municipality or local board;
- (b) personal matters about an identifiable individual, including municipal or local board employees;
- (c) a proposed or pending acquisition or disposition of land by the municipality or local board;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act;
- (h) information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
- (i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;

- (j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
- (k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.

A meeting may also be closed to the public if the following conditions are both satisfied:

- (a) the meeting is held for the purpose of educating or training the Members; and
- (b) at the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the SSAC.

In light of the confidentiality obligations to Energy Plus, BEC and Brantford contained in a non-disclosure agreement and memorandum of understanding entered into or to be entered into by the Municipalities, confidential commercial, financial and labour relations information relating to the businesses of Energy Plus and BEC to be received and considered by the SSAC, the necessity of approval of the Transaction by the Ontario Energy Board, communications to be received by the SSAC by the solicitor to the Municipalities, and other matters coming within the categories of exceptions enumerated above to the public meeting requirements, it is expected that the SSAC will in many instances hold meetings that are closed to the public.

Before holding a meeting or part of a meeting that is to be closed to the public, the SSAC shall state by resolution,

- (a) the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
- (b) in the case of a meeting for the purpose of educating or training the Members, the fact of the holding of the closed meeting, the general nature of its subject-matter and that it is to be closed under subsection 239(3.1) of the Municipal Act, 2001.

All resolutions, decisions and other proceedings at a meeting of the SSAC shall be recorded without note or comment, whether it is closed to the public or not.

11. Conflict of Interest

A Member must declare any potential, perceived or actual conflict of interest, whether pecuniary or otherwise, in any matter prior to consideration of such matter by the SSAC, and refrain from discussion and voting on the matter.

12. Hierarchy and Conflict with Statutes or By-Laws

These Terms of Reference shall be subject to the North Dumfries Procedural By-Law and the Cambridge Procedural By-Law. In the case of any conflict between these Terms of Reference and such Procedural By-Laws, the Procedural By-Laws shall govern.

Rules and procedures contained in the Cambridge Procedural By-Law and applicable to Committees (as defined therein) and not contained herein shall be applicable to the SSAC and are incorporated by reference.

Rules and procedures contained in the North Dumfries Procedural By-Law and applicable to Task Forces (as defined therein) and not contained herein shall be applicable to the SSAC and are incorporated by reference.

In the case of any conflict between the Cambridge Procedural By-Law and the North Dumfries Procedural By-Law, the Cambridge Procedural By-Law shall govern. Pursuant to Section 2.5 of the North Dumfries Procedural By-Law, the rules contained in the North Dumfries Procedural By-Law that would so conflict have been suspended by two-thirds vote of North Dumfries Council.

40135605.4

**THE CORPORATION OF THE TOWNSHIP OF NORTH DUMFRIES
BY-LAW NUMBER 3192-20**

**BEING A BY-LAW TO APPOINT MEMBERS TO THE SHAREHOLDERS STRATEGIC
ADVISORY COMMITTEE FOR THE TOWNSHIP OF NORTH DUMFRIES**

WHEREAS the *Municipal Act 2001*, as amended, Section 8 confers broad authority on municipalities thereby allowing them to govern their affairs as they consider appropriate and to enhance their ability to respond to municipal issues; and

WHEREAS the Council of the Township of North Dumfries deems it expedient to appoint persons to provide for and assist in the administration, protection and management of the Municipality; and

WHEREAS the appointments set out herein shall coincide with the term of Council unless otherwise specified; and

WHEREAS the appointments shall remain in effect until replacement appointments are made by resolution or amendments to the Appointment By-Law.

**NOW THEREFORE THE COUNCIL OF THE CORPORATION OF THE TOWNSHIP OF
NORTH DUMFRIES ENACTS AS FOLLOWS:**

1. THAT the following Members be appointed to the Shareholders Strategic Advisory Committee (SSAC) (Representing the Township of North Dumfries):

1. Councillor Derrick Ostner
2. Councillor Margaret McCreery
3. Andrew McNeely, Chief Administrative Officer (non-voting)
4. Shelley Stedall, Treasurer/Director of Corporate Services (non-voting)

**READ A FIRST, SECOND AND THIRD TIME AND FINALLY PASSED THIS 7th DAY OF
OCTOBER, 2020.**

Susan Foxtan, Mayor

Ashley Sage, Clerk



BY-LAW 20-094

of the

CITY OF CAMBRIDGE

Being a by-law to appoint members to the Shareholders Strategic Advisory Committee for the Corporation of the City of Cambridge.

WHEREAS the *Municipal Act 2001*, as amended, Section 8 confers broad authority on municipalities thereby allowing them to govern their affairs as they consider appropriate and to enhance their ability to respond to municipal issues; and

WHEREAS the Council of the Corporation of the City of Cambridge deems it expedient to appoint persons to provide for and assist in the administration, protection and management of the Municipality; and

WHEREAS the appointments set out herein shall coincide with the term of Council unless otherwise specified; and

WHEREAS the appointments shall remain in effect until replacement appointments are made by resolution or amendments to the Appointment By-Law.

NOW THEREFORE THE COUNCIL OF THE CORPORATION OF THE CITY OF CAMBRIDGE ENACTS AS FOLLOWS:

1. THAT the following Members be appointed to the Shareholders Strategic Advisory Committee (SSAC) (Representing the Corporation of the City of Cambridge):

1. Councillor _____
2. Councillor _____
3. Councillor _____
4. David Calder, CAO (non-voting)
5. Sheryl Ayres, Treasurer (non-voting)

2. THAT this by-law shall come into full force on the day it is passed.

PASSED AND ENACTED this 7th day of October, 2020.

Kathryn McGarry, Mayor

Danielle Manton, Clerk



BY-LAW 20-095

of the

CITY OF CAMBRIDGE



BY-LAW 3193-20

of

TOWNSHIP OF NORTH DUMFRIES

Being a by-law of the City of Cambridge and the Township of North Dumfries to confirm the proceedings of the Council of the Corporation of the City of Cambridge and the Corporation of the Township of North Dumfries at its joint meeting held in Cambridge on the 7th day of October, 2020.

WHEREAS the Municipal Act, 2001 S.O. 2001, c.25, Section 5, provides that the powers of a municipal corporation shall be exercised by its Council;

AND WHEREAS the Municipal Act, 2001 S.O. 2001, c.25, Section 9 and 11, provides that except where otherwise provided the powers of any Council shall be exercised by by-law;

AND WHEREAS in many cases action which is taken or authorized to be taken by Council does not lend itself to the passage of an individual by-law;

NOW THEREFORE BE IT RESOLVED THAT the Corporation of the City of Cambridge and the Corporation of the Township of North Dumfries enacts as follows:

1. THAT the action of the Councils at its joint meeting held on the 7th day of October, 2020, in respect of each motion, resolution and other action taken by the Councils, and its Committees, at its said meeting is, except where the prior approval of the Local Planning Appeal Tribunal or other authority is by law required, hereby adopted, ratified and confirmed as if all such proceedings were expressly embodied in this By-law.
2. THAT where no individual by-law has been or is passed with respect to the taking of any action authorized in or by the above mentioned Minutes or with respect to the exercise of any powers by the Councils in the above mentioned Minutes, then this By-law shall be deemed for all purposes to be the by-law required for approving and authorizing and taking of any action

authorized therein or thereby, or required for the exercise of any powers therein by the Councils.

3. THAT the Mayors and the proper officers of the Corporation of the City of Cambridge and the Corporation of the Township of North Dumfries are hereby authorized and directed to do all things necessary to give effect to the said action of the Council or to obtain approvals where required and, except where otherwise provided, the Mayor, the Clerk and the Treasurer are hereby directed to execute all documents necessary on behalf of the Corporation of the City Cambridge and the Corporation of the Township of North Dumfries and to affix thereto the corporate seal of The Corporation of the City of Cambridge and the Corporation of the Township of North Dumfries.
4. THAT this by-law shall come into full force on the day it is passed.

PASSED AND ENACTED this 7th day of October, 2020.

CITY OF CAMBRIDGE
MAYOR

CITY OF CAMBRIDGE
CLERK

TOWNSHIP OF NORTH DUMFRIES
MAYOR

TOWNSHIP OF NORTH DUMFRIES
CLERK